

Paul S. Bliley, Jr., VSB No. 13973
W. Alexander Burnett – VSB No. 68000
R. Joseph Noble, VSB 77138
Williams Mullen
P.O. Box 1320
Richmond, VA 23218-1320
Phone: (804) 783-6448
Fax: (804) 783-6507
pbliley@williamsmullen.com
jnoble@williamsmullen.com

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

In re:)	
)	Chapter 11
CIRCUIT CITY STORES, INC., <i>et al.</i>)	
)	Case No. 08-35653 - KRH
Debtors.)	
_____)	Jointly Administered

**JOINDER OF STILLWATER DESIGNS AND AUDIO, INC
TO THE OBJECTION TO CONFIRMATION OF THE
DEBTORS' FIRST AMENDED JOINT PLAN OF LIQUIDATION
FILED BY SAMSUNG AMERICA ELECTRONICS, INC.**

Stillwater Designs and Audio, Inc. ("Stillwater"), creditor and holder of an administrative expense claim in the above-captioned case, by counsel, hereby joins in the Samsung America Electronics, Inc.'s Objection to Confirmation of the Debtors' First Amended Joint Plan of Liquidation (the "Objection") as follows:

1. On or about December 10, 2008, Stillwater timely filed a claim (designated Claim No. 780) in the amount of \$561,829.00 in accordance with the procedures governing the filing of claims entitled to priority under 11 U.S.C. § 503(b)(9) in this case for goods sold to the Debtors in the ordinary course of the Debtors' business and received by the Debtors within 20 days before the date of the commencement of this case (the "503(b)(9) Claim").

2. On or about January 2, 2009, Stillwater timely filed a general unsecured claim (designated Claim No. 2158) in the amount of \$1,941,875.04 (the “General Unsecured Claim”).

3. The Debtors filed numerous objections in response to Stillwater’s claims.

4. On September 29, 2009, The Debtors filed the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and Its Affiliated Debtors and Debtors in Possession and Its Official Committee of Creditors Holding General Unsecured Claims (the “Plan”).

5. Stillwater adopts the grounds and authorities set forth in the Objection of Samsung as Stillwater’s objection to the Plan.

6. Additionally, Stillwater reserves the right to rely on the arguments and authorities contained in the objections of other creditors filed in response to the Plan.

STILLWATER DESIGNS AND AUDIO, INC.

By /s/ W. Alexander Burnett
Of Counsel

Paul S. Bliley, Jr., VSB No. 13973
W. Alexander Burnett, VSB No. 68000
Williams Mullen
P.O. Box 1320
Richmond, VA 23218-1320
Phone: (804) 783-6448
Fax: (804) 783-6507
pbliley@williamsmullen.com

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of November, 2009, a true and accurate copy of the foregoing was electronically filed with the Clerk of the Bankruptcy Court for the Eastern District of Virginia, Richmond Division, using the CM/ECF system, which thereby caused the above to be served electronically on all registered users of the ECF system that have filed notices of appearance in this matter, and was mailed, by U.S. Mail, first class, postage prepaid, to all persons on the attached Service List.

SERVICE LIST

Douglas M. Foley, Esquire
McGuireWoods LLP
9000 World Trade Center
101 W. Main Street
Norfolk, VA 23510

Dion W. Hayes, Esquire
McGuireWoods LLP
One James Center, 901 E. Cary St.
Richmond, VA 23219

Gregg M. Galardi, Esquire
Ian S. Fredericks, Esquire
Skadden Arps Slate Meagher & Flom, LLC
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636

Chris L. Dickerson, Esquire
Skadden Arps Slate Meagher & Flom LLP
333 West Wacker Drive
Chicago, IL 60606

Counsel for the Debtors

Robert Van Arsdale, Esquire
Assistant U.S. Trustee
Office of the U.S. Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219

Office of the U.S. Trustee for the Eastern District of Virginia, Richmond Division

Jeffrey N. Pomerantz, Esquire
Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067

Robert J. Fleinstein, Esquire
Pachulski Stang Ziehl & Jones, LLP
780 Third Avenue, 26th Floor
New York, NY 10017

Counsel for the Creditor's Committee

Lynn L. Tavenner, Esquire
Paula S. Beran, Esquire
Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, VA 23219

Counsel for the Official Committee of Unsecured Creditors

David S. Berman, Esquire
Riemer & Braudstein, LLP
Three Center Plaza, 6th Floor
Boston, Massachusetts 02108

Counsel to Prepetition Lenders/Counsel to Postpetition Lenders

/s/ W. Alexander Burnett
W. Alexander Burnett